

EXHIBIT 59

Woong Kim
9/16/2024

<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK 3 4 SECURITIES AND EXCHANGE) COMMISSION,) 5) Plaintiff,) 6) Case No. vs.) 23-cv-9518-PAE 7) SOLARWINDS CORP. and) 8 TIMOTHY G. BROWN,) 9) Defendants.) _____) 10 11 12 13 VIDEOTAPED DEPOSITION OF 14 WOONG JOSEPH KIM 15 Austin, Texas 16 Monday, September 16, 2024 17 18 19 20 21 22 23 24 Reported by: Micheal A. Johnson, RDR, CRR 25 Job No. 240916MJ</p> <p>1</p>	<p>1 APPEARANCES: 2 ON BEHALF OF PLAINTIFF: 3 U.S. SECURITIES AND EXCHANGE COMMISSION BY: Kristen M. Warden 4 John J. Todor Christopher J. Carney 5 Lory C. Stone (Via Zoom) 100 F Street, NE 6 Washington, D.C. 20549 (202) 256-7941 7 wardenk@sec.gov todorj@sec.gov 8 carneyc@sec.gov stonel@sec.gov 9 10 ON BEHALF OF DEFENDANTS SOLAR WINDS CORP. AND TIMOTHY G. BROWN: 11 LATHAM & WATKINS LLP 12 BY: Serrin Turner 1271 Avenue of the Americas 13 New York, New York 10020 (212) 906-1330 14 serrin.turner@lw.com LATHAM & WATKINS LLP 15 BY: Kirsten Caroline Lee 330 North Wabash Avenue, Suite 330 16 Chicago, Illinois 60611 (312) 777-7281 17 kirsten.lee@lw.com 18 19 ON BEHALF OF DEFENDANT TIMOTHY G. BROWN: 20 KING & SPALDING LLP 21 BY: Michael J. Biles (Via Zoom) 500 West 2nd Street, Suite 1800 22 Austin, Texas 78701 (512) 457-2051 23 mbiles@kslaw.com 24 25</p> <p>3</p>
<p>1 UNITED STATES DISTRICT COURT 2 SOUTHERN DISTRICT OF NEW YORK 3 4 SECURITIES AND EXCHANGE) COMMISSION,) 5) Plaintiff,) 6) Case No. vs.) 23-cv-9518-PAE 7) SOLARWINDS CORP. and) 8 TIMOTHY G. BROWN,) 9) Defendants.) _____) 10 11 12 13 14 Videotaped Deposition of WOONG JOSEPH KIM, 15 taken on behalf of Plaintiff, at Latham & Watkins, 16 LLP, 300 Colorado Street, Suite 2400, Austin, Texas, 17 beginning at 9:11 a.m. and ending at 6:02 p.m. on 18 September 16, 2024, before Micheal A. Johnson, a 19 Registered Diplomate Reporter, Certified Realtime 20 Reporter, and Notary Public of the State of Texas. 21 22 23 24 25</p> <p>2</p>	<p>1 APPEARANCES (CONTINUED): 2 ON BEHALF OF THE WITNESS: 3 CHOATE HALL & STEWART LLP BY: Michael T. Gass 4 April C. DeLuca Two International Place, 31st Floor 5 Boston, Massachusetts 02110 (617) 248-4750 6 mgass@choate.com adeluca@choate.com 7 8 ALSO PRESENT: 9 Becky Melton Cope Davis 10 11 VIDEOGRAPHER: 12 Timothy Desadier 13 14 15 16 17 18 19 20 21 22 23 24 25</p> <p>4</p>

1 **Q.** And when did you begin utilizing NIST
2 CSF?
3 **A.** I cannot recall exactly which date it
4 was. But obviously it was -- it was definitely
5 before July of 2017.
6 **Q.** In July 2017 did you notice any issues
7 with respect to access controls at SolarWinds?
8 **MR. TURNER:** Objection to form.
9 **A.** Can you clarify -- can you clarify what
10 you mean by "access controls"?
11 **BY MS. WARDEN:**
12 **Q.** Your understanding of the company's
13 controls over access to data.
14 **MR. TURNER:** Objection to form.
15 Issues?
16 **A.** I had just mentioned as well, I mean, for
17 me the piece that I was going after was the
18 standardization around these practices, including
19 access control. I didn't have any other real
20 concerns about, like, is the practice working well
21 or is it not working well. My primary concern was
22 around how can we standardize access control.
23 Because you can have processes and technologies that
24 you would utilize internally well and the example
25 that I used was if I'm using Identity from Google

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1 versus Microsoft as an example.
2 And you can still be doing it well from a
3 manual process perspective, but the more that you
4 can standardize and automate those practices across
5 the board, the better that you're going to make sure
6 that, you know, you're not, you know, unconsciously
7 or accidentally, you know, updating records
8 incorrectly or, you know, things like that.
9 So that was my, you know, primary thing
10 that I went after around not just access control,
11 but across all of the different areas of NIST CSF.
12 **BY MS. WARDEN:**
13 **Q.** Is it fair to say that in July 2017
14 access controls were not standardized?
15 **A.** In terms of July 2017 access control was
16 standardized in terms of there was an internal
17 process -- even before I had joined, February of
18 2016, an internal process called SARF, S-A-R-F. I
19 can't recall what the acronym was used for. But in
20 terms of the way that I'm talking about
21 standardization was more from a technology
22 perspective with a process that existed even before
23 I got into SolarWinds.
24 **Q.** The internal process called SARF --
25 **A.** Yeah.

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1 **Q.** -- was a access controls standardization?
2 **MR. TURNER:** Objection to form.
3 **A.** The internal control for SARF was a -- it
4 absolutely helped with access control. What SARF
5 was utilized for was when a company would -- when
6 somebody would join the company, to be able to give
7 them appropriate access to systems within your
8 organization and make sure that you only had access
9 to the areas that you should and not in areas that
10 you should not.
11 And then similar process, again,
12 utilizing SARF, was followed for you to be able to
13 do the same thing when you're changing from one job
14 to another. That would actually get sent and
15 completed, that ticket. And then if somebody was
16 getting terminated, it would also go through the
17 SARF process to make sure that you are -- you know,
18 your access was going away from any of the company
19 systems. So that existed even before I had joined
20 SolarWinds.
21 **BY MS. WARDEN:**
22 **Q.** And in July 2017 did you suggest any
23 additional standardization processes with respect to
24 access controls?
25 **MR. TURNER:** Objection to form.

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1 **A.** Are you -- again, just to clarify the
2 question, are you asking specifically in July of
3 2017 if we kicked off any projects around access
4 control or is it just anything relative to that time
5 frame, did we do anything?
6 **BY MS. WARDEN:**
7 **Q.** Sure. Beginning in July 2017 through
8 November 2020.
9 **A.** We had --
10 **MR. TURNER:** Wait a minute. What is
11 the question? Beginning July 2017 to November 2020,
12 what?
13 **BY MS. WARDEN:**
14 **Q.** Between July 2017 and November 2020, did
15 you suggest any additional standardization processes
16 with respect to access controls?
17 **MR. TURNER:** Objection to form.
18 **A.** Did I specifically suggest access control
19 projects? I cannot recall if I specifically
20 requested access control projects, but we did have
21 access control-related projects that were running --
22 **BY MS. WARDEN:**
23 **Q.** Sure.
24 **A.** -- for sure.
25 **Q.** Can you explain to me an example?

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<p>1 Q. What is it?</p> <p>2 A. "Least privileged" means only having</p> <p>3 access to the systems that you need for you to be</p> <p>4 able to do your job.</p> <p>5 Q. Okay. Do you recall beginning in</p> <p>6 July 2017 any initiatives at SolarWinds regarding</p> <p>7 the concept of least privilege?</p> <p>8 A. As I answered earlier, we're always</p> <p>9 looking to run each of these initiatives to get</p> <p>10 better every single day. And so, again, I don't</p> <p>11 know the -- if there were exact projects or anything</p> <p>12 like that that was running at the time, but I mean,</p> <p>13 it's always something that we looked at is how do we</p> <p>14 do better role-based access control even outside of</p> <p>15 the SARF, which existed before I joined SolarWinds</p> <p>16 as a process, how do we continue to improve that so</p> <p>17 that we can continue to make sure that you only have</p> <p>18 access to the systems that you need for you to be</p> <p>19 able to do your job. So it's something that we</p> <p>20 would continuously run and improve on.</p> <p>21 So to give you an example, even when I</p> <p>22 joined, February of 2016, even I, myself, as the CTO</p> <p>23 did not have administrative privileges to things</p> <p>24 like systems and equipment and items like that. But</p> <p>25 we're always running improvement projects.</p> <p style="text-align: center;">93</p>	<p>1 BY MS. WARDEN:</p> <p>2 Q. -- starting in July 2017?</p> <p>3 A. Starting in July 2017, nothing that I can</p> <p>4 recall specifically around password policies.</p> <p>5 Q. Password issues?</p> <p>6 MR. TURNER: Same objection.</p> <p>7 A. Nothing specifically I can recall.</p> <p>8 BY MS. WARDEN:</p> <p>9 Q. Starting in July 2017, did you notice</p> <p>10 that there were any issues with respect to network</p> <p>11 monitoring?</p> <p>12 MR. TURNER: Objection to form.</p> <p>13 A. Can you clarify the question? Are you</p> <p>14 asking if network monitoring was being done or if</p> <p>15 there were additional improvements that we can make</p> <p>16 around network monitoring?</p> <p>17 BY MS. WARDEN:</p> <p>18 Q. Are you --</p> <p>19 A. Because I'm trying to clarify that in a</p> <p>20 good -- just it's more than security practice,</p> <p>21 monitoring practice, engineering practice. You're</p> <p>22 always looking to do better. And so can you clarify</p> <p>23 the question, please?</p> <p>24 Q. Starting in July 2017, were you aware of</p> <p>25 any deficiencies with respect to network monitoring</p> <p style="text-align: center;">95</p>
<p>1 Q. And you were executive vice president for</p> <p>2 over three years at the company?</p> <p>3 A. Yes, I was.</p> <p>4 Q. And you do not recall any specific</p> <p>5 initiatives over the concept of least privileged?</p> <p>6 A. Not anything specific, but things like</p> <p>7 Azure AD project would help you with</p> <p>8 least-privileged-related projects as well, right.</p> <p>9 MR. TURNER: If you want to ask him</p> <p>10 about a specific initiative, you may do so. You had</p> <p>11 three years of investigation to come up with more</p> <p>12 specific questions. But it's a vague question.</p> <p>13 BY MS. WARDEN:</p> <p>14 Q. Do you recall any -- were there any</p> <p>15 issues -- starting in July 2017, were there any</p> <p>16 issues with password policies?</p> <p>17 MR. TURNER: Objection to form.</p> <p>18 A. We had password policies both before July</p> <p>19 of 2017. Can you clarify what the question -- what</p> <p>20 is the question that you are asking?</p> <p>21 BY MS. WARDEN:</p> <p>22 Q. Did you observe any problems with</p> <p>23 password policies at SolarWinds --</p> <p>24 MR. TURNER: Objection to form.</p> <p>25</p> <p style="text-align: center;">94</p>	<p>1 at the company?</p> <p>2 A. Nothing specific that I can remember.</p> <p>3 Q. Okay. Mr. Kim --</p> <p>4 MS. WARDEN: Should we take a break?</p> <p>5 We can take a break.</p> <p>6 THE WITNESS: Okay.</p> <p>7 THE VIDEOGRAPHER: Going off the</p> <p>8 record. Time is 11:22.</p> <p>9 (Recess taken from 11:22 a.m. to</p> <p>10 11:41 a.m.)</p> <p>11 THE VIDEOGRAPHER: Back on the</p> <p>12 record. Time is 11:41.</p> <p>13 BY MS. WARDEN:</p> <p>14 Q. Mr. Kim, are you aware that SolarWinds</p> <p>15 published a security statement on its public</p> <p>16 website?</p> <p>17 A. I am aware.</p> <p>18 Q. And you've referred to the security</p> <p>19 statement in your investigative testimony as general</p> <p>20 direction and aspirations around protecting our</p> <p>21 products.</p> <p>22 Is that a fair understanding -- fair --</p> <p>23 is that still your recollection of the purpose of</p> <p>24 the security statement?</p> <p>25 MR. TURNER: Objection to form.</p> <p style="text-align: center;">96</p>

<p>1 A. I mean, I've -- if I answered that way, 2 yes. I mean, I still feel like that that's the 3 case. It's everything that was on the security 4 statement obviously we were doing. But, yeah, it 5 was just to let people know on what type of 6 processes and things like that that we were 7 following. 8 BY MS. WARDEN: 9 Q. And what do you mean by aspirations 10 around protecting our products? 11 A. Well, it's specific areas that we were 12 looking at and how do we continue to improve in 13 those areas. A very specific example that I think 14 we talked quite a bit up until this point is around, 15 for example, access control. Right. I had 16 mentioned that we had a SARF process in place around 17 how to do access and things like least privileged 18 per your commentary earlier. And that process 19 existed even before I got to SolarWinds. 20 But obviously as you continue to improve 21 in those areas is sort of the way that I meant by 22 aspirational, how do we continue to do these things 23 at industry best practices and standards. 24 Q. Did the security statement reflect the 25 current state of SolarWinds' cybersecurity</p> <p>97</p>	<p>1 A. I don't recall on who drafted the 2 security statement. 3 Q. Who had input in the security statement? 4 A. I mean, I had a pretty large 5 organization. I don't recall exactly who had all of 6 the input into the security statement. It was not 7 something that I had drafted. So I -- I would have 8 no idea everyone that had input into the security 9 statement. 10 Q. Did you give final approval for the 11 security statement to be put on the website? 12 A. I didn't run all of the different 13 departments when the security statement was going 14 out. Obviously you need folks in marketing 15 and -- as I mentioned earlier, like product 16 management and other areas, make sure that, you 17 know, from a legal perspective, you know, things are 18 covered, right. There's many other folks that would 19 need input into there. I didn't have final 20 assessment on it, but I do remember somebody sending 21 me a copy of it where I said, This looks pretty 22 good, again, something to that degree. 23 Q. And who had the final assessment of the 24 security statement? 25 A. I just stated I don't recall who would</p> <p>99</p>
<p>1 practices? 2 A. In terms of exactly when it was 3 published, I can't remember. I do remember very 4 briefly taking a look at it and saying everything on 5 here looks pretty good in terms of what we were 6 already covering from the security statement and the 7 activities that we were doing internally within the 8 company. 9 Q. What do you mean by everything on here 10 referring to the security statement looks pretty 11 good? 12 A. Meaning like everything that was in the 13 security statement we were performing those duties 14 within the company. 15 Q. And just to backtrack a second. Did you 16 see a draft of the security statement before it was 17 put up on the website? 18 A. I do remember somebody sending me an 19 e-mail with the security statement. I can't 20 remember exactly what date or who it came from, but 21 I do remember taking a quick look at it via e-mail 22 and saying, Yeah, this looks pretty good or 23 something to that degree. 24 Q. Okay. Who drafted the security 25 statement?</p> <p>98</p>	<p>1 have a final, you know, quote/unquote assessment or 2 a final judgment around the security statement. I 3 just looked for are these things that we have in the 4 security statement accurate in terms of the 5 activities that we were performing. And like I 6 stated in the e-mail, I said this looks pretty 7 accurate, looks pretty good and that was it. It was 8 a very quick kind of review and e-mail on 9 confirmation that it looked okay. 10 Q. Do you recall who e-mailed you a draft of 11 the security statement? 12 A. I do not recall who sent me the e-mail. 13 It's probably -- I mean, it's got to be somebody 14 like, you know, a Tim or a Rani or somebody like 15 that probably sent it to me, but I don't recall 16 exactly who sent it to me. 17 Q. Okay. But do you know what Tim 18 Brown's -- did Tim Brown participate in the drafting 19 of the security statement? 20 A. I'm sure he did, but, again, like 21 normally he would be. I just don't know what the 22 timing was when, you know, he had come on board 23 versus when the security statement was being 24 reviewed or whatever the case might be. 25 Do you guys have, like, a specific</p> <p>100</p>

<p>1 document that I can look at around the security 2 statement? 3 Q. I have the security statement. 4 A. Okay. 5 Q. I don't have an e-mail of the security 6 statement to you. 7 A. Okay. 8 Q. Okay. But you reviewed the security 9 statement for accuracy before it was put on the 10 SolarWinds website? 11 A. Yeah. I mean, are we doing those 12 activities? Yes, I did have a quick review at it. 13 Q. I'm going to hand you what I'm going to 14 mark Kim 3. 15 (Deposition Exhibit 3 marked for 16 identification.) 17 BY MS. WARDEN: 18 Q. Take your time looking at it, Mr. Kim. 19 (Witness reviews document.) 20 BY MS. WARDEN: 21 Q. Now, recognize this document, sir? 22 A. I'm still reading through it, but -- 23 Q. Sure. Go ahead. Tell me when you're 24 ready. 25 A. Yeah.</p> <p style="text-align: center;">101</p>	<p>1 A. Yes. 2 Q. Do you see the subheading Access 3 Controls? It's towards the top. 4 A. I do. 5 Q. And under that do you see the subheading 6 Role-Based Access? 7 A. Correct. 8 Q. So it says: Role-based access controls 9 are implemented or access information systems, 10 processes and procedures are in place to address 11 employees who are voluntarily or involuntarily 12 terminated. 13 A. Uh-huh. 14 Q. Access controls to sensitive data in our 15 databases systems and environments are set on a 16 need-to-know least-privilege-necessary basis. 17 A. Correct. 18 Q. Access control lists define the behavior 19 of any users within our information systems and 20 security policies limit them to authorized 21 behaviors. 22 Do you see that language? 23 A. I do. 24 Q. All right. Was the statement: Access 25 controls to sensitive data in our databases, systems</p> <p style="text-align: center;">103</p>
<p>1 (Witness reviews document.) 2 BY MS. WARDEN: 3 Q. Okay. Do you recognize this document, 4 sir? 5 A. I do. 6 Q. What is it? 7 A. It's the SolarWinds security statement 8 that we just talked about in its draft form when it 9 was sent to me for check on, you know, accuracy and 10 does it look good kind of thing. 11 Q. So if you look at the top left, it has a 12 date 7/8/2021. 13 A. Uh-huh. 14 Q. I can represent to you that this is a 15 July 8, 2021, web capture of the security statement 16 that was posted on SolarWinds' website. 17 A. Okay. 18 Q. I'll also represent to you that 19 SolarWinds has agreed that the security statement 20 was on the website in substantially verbatim form 21 between October 2018 and January 12th, 2021. 22 A. Okay. 23 Q. Okay. So directing your attention to 24 page 3 of Exhibit Kim 3, it says 3 out of 4 at the 25 bottom.</p> <p style="text-align: center;">102</p>	<p>1 and environments are set on a need-to-know 2 least-privilege-necessary basis true in October 2018 3 when it went on the website? 4 A. It was true in October of -- you said 5 2018? 6 Q. Uh-huh. 7 A. It was true and actually the way that 8 it's stated here, it was true even before I had 9 joined the organization in February of 2016. 10 Because you have the SARF process that basically 11 looks at role-based access. 12 Q. Okay. Just to correct you, sorry. The 13 security statement went up on the website I'm saying 14 October 2018. It's January 2018. So I'll -- 15 A. January 2018. 16 Q. -- revise it going forward. 17 A. But on that statement, I would say, 18 again, with the SARF process that was already in 19 place even before I joined, this would be true as 20 well. 21 Q. So are you saying, Mr. Kim, that a policy 22 was in place in January 2018, a need-to-know, 23 least-privilege-necessary basis policy was in place 24 as of January 2018? 25 A. Correct. As I mentioned earlier, even</p> <p style="text-align: center;">104</p>

<p>1 before this going up we had the SARF process in 2 place for you to be able to look at things like 3 role-based access and least privilege. 4 MR. TURNER: Can I make a suggestion 5 just to save time because we went through this with 6 Rani? Do you just want to ask him if it was true 7 throughout his tenure at SolarWinds, so we don't 8 have to jump around from date to date. 9 MS. WARDEN: Yeah. I'm just -- right 10 now I'm -- yes. 11 BY MS. WARDEN: 12 Q. Does that mean that the SARF policy, 13 Mr. Kim, was followed as of January 2018? 14 A. Yes, it was followed as of January 2018. 15 Q. Okay. 16 A. Yeah. 17 Q. And what are you basing that on? 18 A. Again, like, all of the processes and 19 projects and things like that would be in, you know, 20 different parts of my organization, but what I can 21 base it on is just -- you know, just even a few 22 personal things. I would say on my own access to 23 systems. Obviously I had different access to 24 systems when I was the SVP and, you know, global CTO 25 and I had access to different systems as I moved</p> <p style="text-align: center;">105</p>	<p>1 A. Can you describe what you mean by well -- 2 well followed? I don't understand what you mean. 3 Does -- go ahead. 4 BY MS. WARDEN: 5 Q. Well, you mentioned that the SARF policy, 6 right, related to least-privilege, need-to-know -- 7 A. Yeah. 8 Q. -- basis, correct? 9 A. Yes. 10 Q. And you said that the SARF policy was in 11 place as of January 2018? 12 A. Yes. 13 Q. Okay. And was the SARF policy 14 followed -- 15 A. The SARF policy -- 16 Q. -- in January of 2018 -- 17 (Simultaneous discussion interrupted 18 by reporter.) 19 A. Go ahead. 20 MR. TURNER: Again, objection, asked 21 and answered. 22 A. The SARF policy was followed January of 23 2018. 24 BY MS. WARDEN: 25 Q. And why do you say that?</p> <p style="text-align: center;">107</p>
<p>1 into the EVP role. Obviously I did not have access 2 to, you know, specific parts of the engineering 3 system as part of my previous role. And so 4 certainly I was -- I gained access to additional 5 systems as I personally went from one role to 6 another. 7 The other piece I would tell you is 8 although I was not -- again, like somewhere in the 9 org, there's, like, audits and assessments and 10 things like that that were conducted, and 11 although -- I don't know exactly what the schedule 12 for those were, you know, from my tenure there, but 13 I do very specifically remember getting requests 14 for, Hey, this specific person is supposed to have 15 access to the system, can we make sure that they 16 have it. 17 And so, again, those would be coming from 18 kind of outputs from audits or assessments that were 19 continuously being conducted to make sure that our 20 process didn't need -- that our process didn't miss 21 anything. 22 Q. How well was the SARF policy followed in 23 January 2018? 24 MR. TURNER: Objection to form and 25 foundation.</p> <p style="text-align: center;">106</p>	<p>1 MR. TURNER: Objection, asked and 2 answered. 3 A. Again, the reason why I say that is 4 because, again, I don't -- I'm not personally 5 involved or I can't, you know, talk to what the 6 assessment or the audit steps were that was 7 happening within the organization, but there's two 8 very specific examples that I mentioned already, one 9 of which is I did get periodic requests if something 10 was manually missed for certain people to have 11 access to systems as part of their role change that 12 the assessment or the audit stated that additional 13 system access needed to be given to certain 14 individuals. And so those reports I know 15 that -- were to make sure that we're auditing the 16 SARF process. And then secondarily me personally 17 having gone from an SVP role to an EVP role taking 18 on additional departments. For example, the folks 19 in the engineering team, I gained access to 20 different engineering systems that I did not have 21 access to before. So those are the two very 22 specific examples that I mentioned. 23 BY MS. WARDEN: 24 Q. Did the audits or the SARF process reveal 25 any deficiencies?</p> <p style="text-align: center;">108</p>

<p>1 MR. TURNER: Objection, form, 2 foundation, lack of time frame. 3 BY MS. WARDEN: 4 Q. Starting in January 2018? 5 MR. TURNER: Same objection. 6 A. The SARF process, again, like I stated 7 before, was in place even before I got there. We 8 were -- we were always looking to improve the 9 processes. It's part of the way that we looked at, 10 you know, security and compliance projects where we 11 were never done with these projects, we want to 12 continue to make improvements to them. So we were 13 always making improvements around automation and 14 areas like that. 15 BY MS. WARDEN: 16 Q. Mr. Kim, my question was, in the audit of 17 the SARF process which you said that you saw, 18 correct? 19 A. I saw some results from audits. I don't 20 know if it is specific during that time frame, but, 21 yeah, I do remember seeing a result of an audit. 22 Q. Okay. 23 A. Okay. 24 Q. In the results of the audit that you 25 remember seeing --</p> <p style="text-align: center;">109</p>	<p>1 audits was so that if you miss something in any part 2 of the process, that you can rectify and correct it. 3 BY MS. WARDEN: 4 Q. Do you -- were there any users that 5 had -- starting in January 2018, were there any 6 users that had privileges set higher than they 7 needed to be? 8 MR. TURNER: Objection to form and 9 foundation. 10 A. I can't specifically recall on a report 11 like that. 12 BY MS. WARDEN: 13 Q. And beginning in January 2018, were you 14 aware of any problems with respect to elevated 15 privileges? 16 MR. TURNER: Objection to form. 17 A. Nothing specific that I can recall. 18 BY MS. WARDEN: 19 Q. Was the statement that I just read to 20 you, one of the sentences said: Processes and 21 procedures are in place to address employees who are 22 voluntarily or involuntarily terminated. 23 Was that true starting in -- was that 24 true as of January 2018? 25 A. That was true as of January 2018.</p> <p style="text-align: center;">111</p>
<p>1 A. Yes. 2 Q. -- do you recall any -- it, the results 3 of the audit, identifying any problems with respect 4 to the SARF process? 5 MR. TURNER: Objection to form. 6 Problems with the SARF process? 7 A. In regards to the process there wasn't 8 anything in the audit that would say these are 9 things that are deficient in the process. But like 10 I stated earlier, any of the -- because there's a 11 lot of manual pieces as well as automated components 12 in there that if people were updating some of the 13 things incorrectly, the audit and the assessment 14 would catch it. 15 Again, they -- you know, folks within the 16 team would run those and what was given to me -- a 17 very specific example that I remember is some -- in 18 general, again, I can't remember the -- if it was an 19 e-mail or if it was, you know, something like that, 20 but somebody actually having change to their role 21 that needed access to additional systems that they 22 did not have before. 23 Now, does that mean that there was 24 something missing in the process? No, that was 25 the -- that's why we ran the assessment and the</p> <p style="text-align: center;">110</p>	<p>1 Q. And it was true for the whole time you 2 were at SolarWinds? 3 A. It was true the whole time that I was at 4 SolarWinds. 5 Q. Did you ever consider revising the Access 6 Control section of the security statement? 7 A. Did I ever look at advising [sic] it? 8 No. 9 Q. Did anyone ever consider revising the 10 security statement? 11 MR. TURNER: Objection, foundation. 12 A. Not that I'm aware. 13 BY MS. WARDEN: 14 Q. And did you have any discussion with 15 Tim Brown regarding revising the security statement? 16 A. Not that I'm aware, except the initial 17 draft being sent over my way as a quick read and 18 approval. Outside of that, I can't recall any 19 additional conversations or anything like that about 20 advising -- changing the security statement. 21 Q. And that e-mail from Tim Brown that you 22 recall was prior to when the security statement was 23 posted on the website, right? 24 A. Yes. 25 Q. Okay. Let me direct you to the Password</p> <p style="text-align: center;">112</p>

<p>1 section. Okay. Under -- do you see where it says 2 Authentication and Authorization? Sorry, we're 3 still on page 3.</p> <p>4 A. Okay.</p> <p>5 Q. Okay. So it says: Our password policy 6 covers all applicable information systems, 7 applications and databases. Our password best 8 practices enforce the use of complex passwords that 9 include both alpha and numeric characters which are 10 deployed to protect against unauthorized use of 11 passwords. Passwords are individually salted and 12 hashed.</p> <p>13 Do you see that language, Mr. Kim?</p> <p>14 A. I do.</p> <p>15 Q. Were those statements true in 16 January 2018 and the whole time you were at 17 SolarWinds?</p> <p>18 MR. TURNER: Objection to form with 19 respect to the first of those sentences which has no 20 truth value.</p> <p>21 You may answer.</p> <p>22 A. Yeah. I mean, the passwords, you know, 23 needing, you know, complex passwords and, you know, 24 having policies around resetting the passwords and 25 all of that item that is listed here is true.</p> <p>113</p>	<p>1 better security. But I do remember personally 2 resetting my passwords multiple times throughout the 3 year.</p> <p>4 Q. Do you recall any instances in which a 5 SolarWinds product had a default password of, quote, 6 password, end quote?</p> <p>7 A. I do remember something like that 8 happening, but that was way before this -- from my 9 recollection of when that occurred was before the 10 security statement, but that doesn't mean there 11 weren't instances where I was not aware of it. But 12 I do remember somebody using password or something 13 like that before I had joined the company, somebody 14 had shared a story like that with me before.</p> <p>15 Q. Before you joined the company in 16 February 2017?</p> <p>17 A. February 2016.</p> <p>18 Q. 2016.</p> <p>19 A. Yeah. So somebody had mentioned that 20 that had happened when I had joined the company.</p> <p>21 Q. Were you aware that multiple critical 22 systems did not comply with the password -- 23 SolarWinds' password policy?</p> <p>24 MR. TURNER: Objection to form.</p> <p>25 A. I was not aware.</p> <p>115</p>
<p>1 BY MS. WARDEN:</p> <p>2 Q. And does that mean that SolarWinds' 3 policies -- password policies were followed in 4 January 2018?</p> <p>5 MR. TURNER: Objection to form and 6 foundation.</p> <p>7 A. Again, I don't recall any individual 8 cases where things weren't followed. These were the 9 policies that were in place for passwords for 10 SolarWinds at that time.</p> <p>11 BY MS. WARDEN:</p> <p>12 Q. And in your opinion as EVP of the company 13 for three and a half years, how well were the 14 company's password policies followed?</p> <p>15 MR. TURNER: Objection to form.</p> <p>16 A. Do you have a report on how well these 17 were followed or not? I'm just trying to get to --</p> <p>18 BY MS. WARDEN:</p> <p>19 Q. I'm just basing it on your recollection.</p> <p>20 A. Nothing in terms of red flags or anything 21 like that that I can recall. I can tell you, like, 22 personally, you know, I had to reset passwords very 23 regularly and, you know, obviously I found that 24 annoying, but obviously the policies were being 25 instituted to make sure that, you know, we had</p> <p>114</p>	<p>1 BY MS. WARDEN:</p> <p>2 Q. And did you have discussions with anyone 3 at SolarWinds regarding revising the password policy 4 portion of the security statement?</p> <p>5 A. I did not. Like I stated earlier, the 6 first draft that was sent to me was when I looked at 7 it. I did not have any other additional discussions 8 on, you know, something needed to be revised or 9 anything like that.</p> <p>10 Q. Okay. Directing your attention to the 11 next paragraph, title is Software Development 12 Lifecycle on page 3 of Kim Exhibit 3.</p> <p>13 A. Yeah.</p> <p>14 Q. So under software development lifecycle 15 it says: We follow a defined methodology for 16 developing secure software. It is designed to 17 increase the resiliency and trustworthiness of our 18 products.</p> <p>19 A. Yeah.</p> <p>20 Q. Our products are deployed on an iterative 21 rapid release development lifecycle.</p> <p>22 A. Uh-huh.</p> <p>23 Q. Security and security testing are 24 implemented throughout the entire software 25 development methodology.</p> <p>116</p>

<p>1 A. Uh-huh.</p> <p>2 Q. Quality assurance is involved in each</p> <p>3 phase of the lifecycle and security best practices</p> <p>4 are a mandated aspect of all development activities.</p> <p>5 A. Yeah.</p> <p>6 Q. And then the last paragraph is: Our</p> <p>7 secure development lifecycle follows standard</p> <p>8 security practices including vulnerability testing,</p> <p>9 regression testing, penetration testing and product</p> <p>10 security assessments.</p> <p>11 A. Correct.</p> <p>12 Q. Do you see that?</p> <p>13 A. I do.</p> <p>14 Q. Okay. Was the statement that we followed</p> <p>15 a defined methodology for developing secure software</p> <p>16 that's designed to increase the resiliency and</p> <p>17 trustworthiness of our products true in the time you</p> <p>18 were at SolarWinds?</p> <p>19 A. It was true at the time I was at</p> <p>20 SolarWinds.</p> <p>21 Q. And why?</p> <p>22 A. The reason was we -- the software</p> <p>23 development lifecycle that we followed internally</p> <p>24 was based off of something called SAFe. It's a</p> <p>25 more, you know, rigorous software development</p> <p style="text-align: center;">117</p>	<p>1 SolarWinds followed SAFe?</p> <p>2 A. No, not when I joined SolarWinds, but</p> <p>3 before this security statement. You said it was in</p> <p>4 2018?</p> <p>5 Q. Yeah.</p> <p>6 A. Yeah, we were already following SAFe as</p> <p>7 our general practice.</p> <p>8 Q. When did you begin following SAFe?</p> <p>9 A. I can't recall the exact -- exact time</p> <p>10 frame. I can't recall the exact time frame on when</p> <p>11 we started to follow SAFe.</p> <p>12 Q. Did SolarWinds use Agile development</p> <p>13 methodology?</p> <p>14 A. Yes. SAFe is a type of Agile</p> <p>15 methodology.</p> <p>16 Q. Okay. And what is an Agile -- what is</p> <p>17 Agile development methodology?</p> <p>18 A. Agile development methodology is a</p> <p>19 software practice where you're trying to get the</p> <p>20 value that you're creating from your products to the</p> <p>21 hands of your end users as quickly and safely and</p> <p>22 robustly as possible.</p> <p>23 Q. Were there any assessments to track</p> <p>24 whether SolarWinds was following SAFe?</p> <p>25 A. Yes. Internally we would look at -- I</p> <p style="text-align: center;">119</p>
<p>1 lifecycle than something like a Scrum methodology.</p> <p>2 It was a combination of Scrum where you're doing</p> <p>3 very quick iterative releases to production. And</p> <p>4 what we followed with SAFe, which is a version of</p> <p>5 that, but when you're doing deployment to production</p> <p>6 you're doing extra checks and things like that</p> <p>7 before you actually release to production.</p> <p>8 And as stated here, things like</p> <p>9 vulnerability testing, regression testing,</p> <p>10 penetration testing and product security assessments</p> <p>11 were conducted on the products as part of the SDLC.</p> <p>12 Q. So you said you followed an SDL that's</p> <p>13 called SAFe?</p> <p>14 A. SAFe.</p> <p>15 Q. Okay.</p> <p>16 A. Yeah.</p> <p>17 Q. That was starting in January 2018?</p> <p>18 A. Yeah.</p> <p>19 MR. TURNER: Objection. I think he</p> <p>20 said SDLC.</p> <p>21 A. Yeah, SDLC, but the very specific</p> <p>22 methodology was SAFe, and that was even before this</p> <p>23 security statement.</p> <p>24 BY MS. WARDEN:</p> <p>25 Q. Okay. When you joined SolarWinds,</p> <p style="text-align: center;">118</p>	<p>1 don't know how much detail we want to get into SAFe.</p> <p>2 But internally we were looking at things like</p> <p>3 burn-down charts and, you know, following practices</p> <p>4 around user stories and all of the different</p> <p>5 methodologies, and we would review that, again, not</p> <p>6 certainly at my level, but the teams would review</p> <p>7 that on a fairly regular basis to make sure that</p> <p>8 they were following SAFe effectively.</p> <p>9 Q. And in the -- in the -- in the internal</p> <p>10 documentation that you mentioned reviewing whether</p> <p>11 or not the company was following SAFe --</p> <p>12 A. Uh-huh.</p> <p>13 Q. -- did you recall any -- did that -- did</p> <p>14 that documentation reflect any deficiencies with</p> <p>15 respect to following SAFe?</p> <p>16 MR. TURNER: Objection to form.</p> <p>17 A. In terms of following the SAFe</p> <p>18 methodology, no red flags or deficiencies in terms</p> <p>19 of following the methodology. No, there wasn't any</p> <p>20 glaring red problems or something like that. But</p> <p>21 I -- but as I stated earlier where part of the team</p> <p>22 kind of mantra is to continue to get better in terms</p> <p>23 of any practice that you are utilizing internally</p> <p>24 every single release. So we're always looking for</p> <p>25 opportunities to improve.</p> <p style="text-align: center;">120</p>

<p>1 lifecycle?</p> <p>2 A. I do see that.</p> <p>3 Q. Okay. Does this language look familiar</p> <p>4 to you? You could also look at Exhibit Kim 3 in the</p> <p>5 security statement.</p> <p>6 A. Yeah, I mean, it looks like it's the</p> <p>7 statement from -- the security statement.</p> <p>8 Q. Okay.</p> <p>9 A. Yeah.</p> <p>10 Q. So do you recall taking any next steps</p> <p>11 after you received this January 25th, 2018, e-mail</p> <p>12 from Mr. Colquitt?</p> <p>13 A. Like I said already, I don't necessarily</p> <p>14 recall this specific e-mail. Obviously I received a</p> <p>15 lot of e-mails at SolarWinds. If it's helpful, I</p> <p>16 can provide a bit of context to what Steve was</p> <p>17 running at the time.</p> <p>18 Q. Sure.</p> <p>19 A. If that's helpful. So after we were</p> <p>20 looking at sort of the cybersecurity components and</p> <p>21 following the NIST CSF framework, one of the</p> <p>22 initiatives that I wanted Steve and Tim Brown to run</p> <p>23 was how do we better improve -- just like we're</p> <p>24 doing with the rest of cybersecurity -- the product</p> <p>25 stance within our software development lifecycle as</p> <p style="text-align: center;">133</p>	<p>1 penetration testing and product security</p> <p>2 assessments. Although all those activities were</p> <p>3 being conducted, you know, one of the items that we</p> <p>4 wanted to also look at is how do we standardize</p> <p>5 across the different products in terms of how we did</p> <p>6 that kind of testing.</p> <p>7 So it was very much, you know, a similar</p> <p>8 kind of vein of can we get to additional</p> <p>9 standardization and improvements of all the products</p> <p>10 that we utilize.</p> <p>11 Q. And Mr. Colquitt included the whole CTO</p> <p>12 direct report distribution list. I mean, is the</p> <p>13 security statement -- is it fair to say the security</p> <p>14 statement was in your bucket of responsibilities?</p> <p>15 MR. TURNER: Objection to form.</p> <p>16 A. What do you mean, is the security</p> <p>17 statement in my bucket of responsibilities?</p> <p>18 BY MS. WARDEN:</p> <p>19 Q. Well, he e-mailed you --</p> <p>20 A. Yeah.</p> <p>21 Q. -- a concern over the software</p> <p>22 development language in the security statement.</p> <p>23 MR. TURNER: Objection to form.</p> <p>24 A. He e-mailed me I think -- again, I don't</p> <p>25 know what the -- you know, why Steve would, you</p> <p style="text-align: center;">135</p>
<p>1 well.</p> <p>2 And so this is -- if I were reading into</p> <p>3 this, this is probably a result of kicking off an</p> <p>4 initiative like that one between Steve and Tim</p> <p>5 Brown.</p> <p>6 Q. And you had a conversation with Tim Brown</p> <p>7 regarding how to better improve cybersecurity</p> <p>8 product stance including software development</p> <p>9 lifecycle, correct?</p> <p>10 A. Yes. How can we get better around</p> <p>11 continuing to improve, just like any other part of</p> <p>12 our security practices around software development</p> <p>13 as well.</p> <p>14 Q. And do you recall specifically improve</p> <p>15 upon what in particular?</p> <p>16 A. Things like standardization, like I, you</p> <p>17 know, stated earlier. So the example that I used</p> <p>18 was around access control, like as an example with,</p> <p>19 like, Google Identity versus, you know, what's</p> <p>20 happening with Microsoft Identity, can we</p> <p>21 standardize on those things. And it was similar in</p> <p>22 terms of products and capabilities that we would</p> <p>23 utilize to do, you know, all of the things that are</p> <p>24 listed here. I mean, we did things like</p> <p>25 vulnerability testing, regression testing,</p> <p style="text-align: center;">134</p>	<p>1 know, write the e-mail or, you know, what his</p> <p>2 motivations are behind the e-mail, but I would think</p> <p>3 that because I had Steve and Tim looking at how do</p> <p>4 we continue to improve the way that we do software</p> <p>5 development in the security practice within a</p> <p>6 software development lifecycle, I think that's</p> <p>7 probably where this e-mail is coming from and the</p> <p>8 motivation is coming from. But again, I think you</p> <p>9 would have to ask Steve about what his motivations</p> <p>10 were around this.</p> <p>11 The part that's under my purview when I</p> <p>12 look at this isn't the security statement. The</p> <p>13 purview here is how do we continue to do security</p> <p>14 within software development better for, you know,</p> <p>15 every single release in every single year.</p> <p>16 BY MS. WARDEN:</p> <p>17 Q. So continuing to look at Bates ending in</p> <p>18 8141 at the top, five days later Mr. Colquitt</p> <p>19 e-mails the same group, including CTO direct reports</p> <p>20 and he says: Managers have gotten feedback that we</p> <p>21 don't do some of the things that are indicated in</p> <p>22 the statement below. I want to make sure that</p> <p>23 you-all have an answer to this. The simple response</p> <p>24 is there is improvement needed to be able to meet</p> <p>25 the security expectations of a secure development</p> <p style="text-align: center;">136</p>

1 around security, which is in the second paragraph,
2 our secure development lifecycle follows standard
3 security practices. Those security practices were
4 areas like vulnerability testing, regression
5 testing, penetration testing and product security
6 assessments.

7 So you can say those things from a
8 security perspective without having to state which
9 software development lifecycle that you're
10 utilizing.

11 BY MS. WARDEN:

12 Q. I'm going to hand you an exhibit. It's
13 got two attachments, so we'll mark this Kim 7 and
14 then the attachments will be Kim 7A and Kim 7B.

15 A. Okay.

16 (Deposition Exhibit 7 marked for
17 identification.)

18 (Deposition Exhibit 7A marked for
19 identification.)

20 (Deposition Exhibit 7B marked for
21 identification.)

22 BY MS. WARDEN:

23 Q. Okay. It's a big document. Take your
24 time.

25 MR. GASS: Just to be clear, are

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1 frequently?

2 A. I would think so, yeah. I would think he
3 would e-mail me pretty frequently. He was part of
4 staff.

5 Q. Okay. So if you look at page 2 of Kim 7
6 Bates ending in 5 -- sorry. This e-mail was from
7 February 13, 2019.

8 Do you see that?

9 A. Yes.

10 Q. Okay. And Mr. Wehrmann wrote: Hello
11 everyone. Thanks for attending today's all-hands.
12 Please see the slides we presented attached.

13 Do you see that?

14 A. I do.

15 Q. Okay. Do you recall what this -- do you
16 recall this all-hands meeting in February 2019?

17 A. I do not.

18 Q. Okay. Did Mr. Wehrmann present at
19 all-hands meetings?

20 A. I encouraged all my direct staff to have
21 all-hands with their teams. So I'm sure he
22 presented at his own staff meetings for sure.

23 Q. What's -- what was an all-hands meeting?

24 A. An all-hands meeting in the case of
25 August or -- in this case it would be his R&D

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1 these all part of the same exhibit?

2 MS. WARDEN: Yeah. The A and B are
3 the attachments to Kim 7.

4 MR. GASS: Great. Thank you.

5 (Witness reviews document.)

6 BY MS. WARDEN:

7 Q. All set?

8 A. Yes.

9 Q. Okay. Just for the record, Kim 7 is
10 Bates SW-SEC-SDNY4 through 5. Kim 7A is
11 SW-SEC-SDNY6. And Kim 7B is SW-SEC-SDNY6 as well.

12 Mr. Kim, do you recognize -- let's start
13 with Exhibit Kim 7, the e-mail.

14 A. I don't recognize it just by the e-mail,
15 but I see that I am included in the to section, so I
16 probably did receive it.

17 Q. Okay. And it's from August Wehrmann.
18 Who is that.

19 A. August Wehrmann was the head of the MSP
20 business units engineering organization.

21 Q. So he's one of your direct reports?

22 A. He was my direct report for the MSP
23 business unit. He had the engineers reporting to
24 him for the MSP business unit.

25 Q. Okay. Did he -- did he e-mail you

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1 department, giving them an update on what is
2 happening with the business and what their
3 initiatives look like for the year, et cetera. So I
4 would think that -- again, I don't recall the
5 specifics of this e-mail or this document, but it
6 would be with his staff.

7 Q. Okay.

8 A. Yeah.

9 Q. So when you say "R&D department," what
10 does that stand for?

11 A. R&D is research and development.

12 Q. Okay.

13 A. Typically it's the vernacular that we
14 would use in exchange for engineering.

15 Q. Okay. So the R&D staff are
16 Mr. Wehrmann's engineering group --

17 A. Yes.

18 Q. -- that he supervised?

19 A. Yes.

20 Q. Approximately how many people is that?

21 A. I don't recall.

22 Q. Okay. So if you take a look at, then,
23 Kim 7A, it's a blank page, but at -- and this is
24 Bates ending in 6. It says: This Document Produced
25 in Native Format.

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<p>1 Do you see?</p> <p>2 A. I do.</p> <p>3 Q. So that's just to reflect that Kim 7B is</p> <p>4 the native version of the attachment.</p> <p>5 A. Okay.</p> <p>6 Q. Does this document -- do you recognize</p> <p>7 this document?</p> <p>8 A. I don't specifically recognize this</p> <p>9 document.</p> <p>10 Q. Okay. Do you recall -- do you know who</p> <p>11 prepared it?</p> <p>12 A. I do not know who prepared this document.</p> <p>13 Q. Okay. Is it fair to say Wehrmann at</p> <p>14 least contributed to this document, e-mailed it?</p> <p>15 A. I think it's fair to say that August</p> <p>16 contributed to it, but I don't know that for</p> <p>17 100 percent, yeah.</p> <p>18 Q. Do you recall having any discussions with</p> <p>19 Mr. Wehrmann about a slide deck involving the MSP</p> <p>20 R&D in 2019?</p> <p>21 A. Not for this specific document. As I</p> <p>22 stated, I don't recall this specific document, but</p> <p>23 I'm sure he -- you know, like I'm on the to here,</p> <p>24 right. I'm sure he sent me many documents.</p> <p>25 Typically unless I'm making a showing at</p> <p style="text-align: center;">173</p>	<p>1 A. It does not.</p> <p>2 Q. Okay. If you look at slide 6, please.</p> <p>3 Do you see at the top it says -- and this is --</p> <p>4 yeah. It says: Goal for FY19: Grow Together.</p> <p>5 Do you see that?</p> <p>6 A. Yes, I do.</p> <p>7 Q. And then under it says: Joe's goals.</p> <p>8 Do you see that?</p> <p>9 A. I do.</p> <p>10 Q. Does that refer to your goals?</p> <p>11 A. It does.</p> <p>12 Q. Okay. How do you know?</p> <p>13 A. Because it says Joe's goals.</p> <p>14 Q. Okay. But do you recall -- do you</p> <p>15 recall, like, having a discussion with Mr. Wehrmann</p> <p>16 about, like, the content of Kim 7B?</p> <p>17 A. I do not for this specific one because</p> <p>18 it's also got August's goals listed here as well.</p> <p>19 And so I'm sure there's a -- again, I don't have the</p> <p>20 document obviously. I don't have any of the</p> <p>21 SolarWinds documents, but I'm sure there is</p> <p>22 something that is out there around my specific</p> <p>23 goals. Here it's got a lot of overlay into the MSP</p> <p>24 business unit specifically. So I don't know which</p> <p>25 one of these would be mine versus August's goals. I</p> <p style="text-align: center;">175</p>
<p>1 the staff -- that specific staff's all-hands</p> <p>2 meeting, because I've got other activities going on</p> <p>3 as well, they would normally run the staff -- kind</p> <p>4 of the organizational meeting without me. So I'm</p> <p>5 not sure if I was at this one or not.</p> <p>6 Q. Okay. So if you look at slide 4, do you</p> <p>7 see at the top it says Introduction?</p> <p>8 A. Yes.</p> <p>9 Q. And then it has your picture, right?</p> <p>10 A. Sure.</p> <p>11 Q. That's you?</p> <p>12 A. Yeah.</p> <p>13 Q. In the top right?</p> <p>14 A. It's got August's picture as well.</p> <p>15 Q. Which one is August?</p> <p>16 A. He's the one in the bottom right-hand</p> <p>17 corner: One Voice. Same page.</p> <p>18 Q. The top left is CEO Kevin Thompson,</p> <p>19 right?</p> <p>20 A. Correct.</p> <p>21 Q. And who's the bottom?</p> <p>22 A. The bottom is John Pagliuca. He was the</p> <p>23 general manager for the MSP business unit.</p> <p>24 Q. Okay. Does this jog your memory as to</p> <p>25 whether you participated in this presentation?</p> <p style="text-align: center;">174</p>	<p>1 wouldn't be able to tell you by looking at this.</p> <p>2 Q. You don't know?</p> <p>3 A. No.</p> <p>4 Q. Okay. KPI, does that stand for Kellie</p> <p>5 Pierce?</p> <p>6 A. No. That stands for key performance</p> <p>7 indicators.</p> <p>8 Q. And what is that?</p> <p>9 A. It's metrics that would -- you can --</p> <p>10 again, in engineering you can capture, many, many,</p> <p>11 many, many metrics. These are the most important</p> <p>12 metrics for the organization to make sure they</p> <p>13 understand that they are moving in the right</p> <p>14 direction in regards to these goals that are listed</p> <p>15 here.</p> <p>16 Q. Okay. Directing your attention to the</p> <p>17 third bullet, do you see it says: Improved security</p> <p>18 both in our products and our positioning?</p> <p>19 A. Yes, I do see that.</p> <p>20 Q. Okay. And was that your goal?</p> <p>21 A. I don't know in reference to this</p> <p>22 document specifically, but as I stated earlier, one</p> <p>23 of the things that I did want to make sure is that</p> <p>24 we continue improvement around the security stance</p> <p>25 and standardization across our products. So here in</p> <p style="text-align: center;">176</p>

<p>1 terms of SDL, it's the project that I had Steven 2 Colquitt and Tim Brown launch to see if we can 3 better standardize and improve product security. So 4 it's got -- it looks like there's sort of a MSP 5 flavor to the SDL that's listed here. 6 Q. Let's take it one at a time. So what -- 7 what is your understanding of improved security both 8 in our products and our positioning? What does that 9 mean? 10 A. Again, like I don't -- I don't 11 necessarily recall this specific document. So are 12 you asking me to interpret what it could mean? 13 Q. Well, you don't recognize it as one of 14 your goals, but you did say it was a goal of yours, 15 right? 16 A. Yes. It is to improve product security 17 standardization and, you know, continue to improve 18 the way that, you know, we build in security into 19 our products. 20 Q. And what does our positioning refer to? 21 A. Positioning -- 22 MR. TURNER: Objection to form. 23 A. Positioning here, again, I would -- 24 again, are you asking me to interpret what August is 25 saying here? Because I can -- I mean, I can give</p> <p style="text-align: center;">177</p>	<p>1 Do you see that? 2 A. I do see that. 3 Q. Okay. And what do you take that to mean? 4 A. Again, I would have to interpret what 5 August may mean here. If I were to interpret it, he 6 probably means the new SDL kind of initiative that 7 Tim and Steven Colquitt had launched, and as part of 8 their findings some additional training that they're 9 putting in place to make sure that MSP engineering 10 teams are, you know, getting trained on sort of 11 that -- the findings from that initiative. 12 Q. So the reference to secure development 13 lifecycle in this case you don't think it is 14 referring to the SDLC? 15 A. I don't -- I don't think this is SDLC. 16 This is clearly capitalized as Secure Development 17 Lifecycle for SDL. So this is probably referring to 18 SDL or SSDL as we mentioned earlier. 19 Q. Okay. And the next bullet down says: 20 Drive down the number of incidents introduced by 21 MSP -- strike that. 22 What was the next one I wanted? Oh. So 23 just going back to the audit MSP engineering 24 training level. Did you ever have anyone do an 25 audit to see whether the SDL practices were being</p> <p style="text-align: center;">179</p>
<p>1 you my opinion on what he may mean. 2 BY MS. WARDEN: 3 Q. Yeah. What's your opinion? 4 A. My opinion here would be in the MSP 5 business we not only built products, but we also had 6 security products that we would sell. So 7 positioning here I would think what August meant was 8 how do we build additional security features and 9 capabilities that the MSP business would sell to 10 their end customers. 11 Q. Okay. Is there -- so this is like a -- 12 hold on. Do you know what data Kim Exhibit 7B is 13 based on? 14 MR. TURNER: Objection to form. 15 BY MS. WARDEN: 16 Q. What information? 17 A. Again, like I stated earlier, I don't 18 necessarily remember this specific document. And so 19 I don't know how I would be able to make a 20 connection between a document I hadn't -- I don't 21 recall. 22 Q. Okay. Below the first bullet that I read 23 to you, it says: Audit MSP engineering training 24 level and adoption of SDL (Secure Development 25 Lifecycle).</p> <p style="text-align: center;">178</p>	<p>1 implemented? 2 A. Again, like in terms of the processes 3 that Tim and Steven was putting in place, I don't 4 know. I don't specifically recall, you know, audits 5 or, you know, things like that at this point. 6 Q. Oh, do you remember audits over -- at 7 some later point? 8 A. Not that I recall. I mean, the 9 general -- not SSDL or SDL as listed here. The 10 general kind of compliance and security training was 11 conducted annually per, you know, previous 12 statement. So I know that that was going on from a 13 yearly basis. For this specific training I'm not 14 sure. 15 Q. Okay. Is it a best practice to be doing 16 an audit, as it said, audit MSP engineering training 17 level? Is that a best practice? 18 A. I think for any process or any kind of 19 initiative that you want to improve, audits should 20 be conducted at all points -- 21 Q. Okay. 22 A. -- to make sure that people are attending 23 the trainings. 24 Q. But you don't recall whether audits were 25 being conducted?</p> <p style="text-align: center;">180</p>

<p>1 A. I don't -- I don't recall specific -- 2 specifically if audits were being conducted, but it 3 does look like here from August that this is 4 something that he was either going to do or had done 5 or, you know, whatever the case might be. Because I 6 can't tell by the tense in here too in terms of if 7 it's something that he did or that he is going to 8 do.</p> <p>9 Q. Okay. And I didn't ask you. Do you 10 recall audits of the adoption of SDL, secure 11 development lifecycle, being done? 12 MR. TURNER: Objection to form.</p> <p>13 A. I do not recall.</p> <p>14 BY MS. WARDEN:</p> <p>15 Q. And was secure development lifecycle 16 being followed as of the date of this exhibit, 17 February 2019? 18 MR. TURNER: Objection, foundation.</p> <p>19 A. For the secure development lifecycle 20 as -- as stated here, I am not sure.</p> <p>21 BY MS. WARDEN:</p> <p>22 Q. Because this is different than S -- 23 A. SDLC. 24 Q. -- DLC? 25 A. Yeah.</p> <p style="text-align: center;">181</p>	<p>1 Especially it looks like this is like a kickoff 2 meeting, right, to say, As other people are adopting 3 it, let's make sure you are adopting it as well.</p> <p>4 Q. And how did you evaluate the progress 5 that the company was making with respect to adoption 6 of SDL post-February 2019? 7 A. Again, there isn't any specific thing 8 that I recall around looking at SDL specifically 9 because that was a project run by Steve and Tim. 10 That's why I had tasked them to go do some 11 improvements here. I'm sure I got updates in, you 12 know, this meeting and that meeting, but nothing 13 specific comes to mind in terms of looking at this 14 specific program specifically on, you know, what 15 progress we were making, et cetera. Because there 16 were a lot of security- and compliance-related 17 projects running across the organization.</p> <p>18 Q. The next bullet is -- says: Drive down 19 the number of incidents introduced by MSP 20 engineering. 21 A. Yeah. 22 Q. Do you know what the reference to 23 "incidents" means? 24 A. I mean, I -- I would -- again, I don't 25 recall the document, but I would think since it's</p> <p style="text-align: center;">183</p>
<p>1 Q. Okay. And did you have any discussions 2 with anyone at SolarWinds regarding auditing the 3 adoption of secure development lifecycle? 4 A. Nothing specific that I can -- I can 5 recall. As I stated earlier, the piece that I 6 initiated was more with Tim and Steve on how do we 7 standardize and better improve, continue to improve 8 the security stance in our training, and this is the 9 initiative that they took on. This is sort of like 10 the two of them running it together. 11 So outside of that, I'm sure it 12 periodically came up, but nothing specific around 13 audits to the SDL or anything like that that I can 14 recall.</p> <p>15 Q. You're saying the project, the adoption 16 of SDL, secure development lifecycle, was in August 17 and Mr. Brown's buckets? 18 A. It was -- I had tasked Tim and 19 Steven Colquitt to push this -- you know, whatever 20 we're going to call it, SSDL or in this case, you 21 know, SDL for us to be able to help standardize on a 22 lot of things. So it wouldn't be abnormal for Steve 23 and Tim to sit down with August and say, The 24 standard that we're pushing out for other parts of 25 the organization, how do we get together.</p> <p style="text-align: center;">182</p>	<p>1 part of the, you know, improved security both in 2 product and our positioning, I mean, I would have to 3 guess that they're talking about security incidents 4 specifically, but I can't say for sure. I don't 5 know what -- you know, what that specific line item 6 means. But if I were to read into it, that's 7 probably what it is.</p> <p>8 Q. Why do you say -- why do you say that? 9 A. Because it's under the header Improved 10 Security Both in Our Products and Our Positioning.</p> <p>11 Q. Do you recall there being a number of 12 cybersecurity incidents introduced by MSP 13 engineering? 14 A. Nothing specifically. But again, like, 15 security incidents happen to the most secure 16 companies or government institutions or anybody, 17 right. And so, again, if I were -- if I were to 18 really have additional input here on similar 19 language, I probably wouldn't have put it this way, 20 is to reduce the number of incidents. So it makes 21 me almost say, like, this definite -- this line item 22 definitely was not written by me because you can't 23 control the number of incidents that your 24 engineering team is going to hit. It just depends 25 on how many people externally are looking to get</p> <p style="text-align: center;">184</p>

1 into your environments and if there's more noise and
2 things like that, no matter how good you are, how
3 you're going to end up getting hit with incidents.

4 So I necessarily wouldn't have, you know,
5 put this bullet item here, but, again, I don't know
6 what August meant by it.

7 **Q.** Is the statement: Drive down the number
8 of incidents introduced by MSP engineering not
9 accurate according to you?

10 **MR. TURNER:** Objection. It doesn't
11 have truth value.

12 **A.** Again, I don't know what he meant by that
13 line specifically. All I can think is, you know,
14 just kind of reading into it. Again, the way that I
15 would have advised August isn't necessarily the
16 number of incidents. That is not a good KPI.
17 Obviously if you have more people coming after you
18 externally you're going to get hit naturally with
19 more incidents than if you have nobody that is
20 coming after you, even if your security stance is
21 good or bad or whatever the case is. So for me it
22 wouldn't have been necessarily incidents. It's what
23 additional standardization and best practices can
24 you put in place.

25 **MS. WARDEN:** Can we take a break?

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1 Do you see that?

2 **A.** I do.

3 **Q.** Okay. Attached to this e-mail is Bates
4 31 through -- what did I just say? 36. And at the
5 top it says: Technology, Momentum. Together.
6 Mid-Year Update.

7 Do you see that?

8 **A.** I do.

9 **Q.** Did you write this document starting at
10 Bates 31?

11 **A.** I did write this document. I got a lot
12 of obviously input from the team to make sure that I
13 wasn't leaving off any parts of the organization and
14 I got some, you know, folks to give me some
15 additional input on it. But, yeah, I mean, I do
16 remember writing most of this.

17 **Q.** Okay. And can you turn to Bates 35
18 quickly. Okay. That's your signature block at the
19 bottom, right?

20 **A.** It is.

21 **Q.** Okay. So what was the purpose of a
22 monthly technology newsletter?

23 **A.** The purpose of the monthly technology
24 newsletter was because the organization was very,
25 very large and we had a lot of business units and,

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1 **THE VIDEOGRAPHER:** Going off the
2 record. Time is 2:35.

3 (Recess taken from 2:35 p.m. to
4 2:56 p.m.)

5 **THE VIDEOGRAPHER:** Back on the
6 record. Time is 2:56.

7 **BY MS. WARDEN:**

8 **Q.** Mr. Kim, I'm handing you what will be
9 marked Kim 8. It is document Bates SW-SEC-SDNY6030
10 through 6036.

11 (Deposition Exhibit 8 marked for
12 identification.)

13 (Witness reviews document.)

14 **BY MS. WARDEN:**

15 **Q.** All set, Mr. Kim?

16 **A.** Yeah.

17 **Q.** All right. Do you recognize this
18 document?

19 **A.** I do recognize this document.

20 **Q.** Okay. So focusing in on the June 28,
21 2019, e-mail that you sent at 5:07 p.m.

22 Do you see that?

23 **A.** I do see that.

24 **Q.** And the subject says Monthly Technology
25 Newsletter for June 2019.

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1 you know, products, organizations, et cetera. You
2 know, we periodically rotated on who would send the
3 newsletter and from which perspective. And -- to
4 give everyone an update on what's happening across
5 the organization monthly. This specific one was for
6 June, kind of the mid-year one. I would tend to
7 send out, you know, just to go, Hey, look, kind of a
8 half-year check in terms of what's happening across
9 the different parts of the organization.

10 **Q.** And you said various other people
11 contributed to that. Who do you recall contributing
12 to it?

13 **A.** I don't recall any one specific person.

14 Obviously they were -- it's even stated here, right,
15 we have over 1,000 engineers, 150 people we manage
16 from 30 offices. And so, you know, I might, you
17 know, ask any of my direct reports on what's
18 happening in each of the BUs.

19 **Q.** Okay. If you can turn to page Bates
20 ending in 35, please.

21 **A.** Okay.

22 **Q.** Do you see the bullet that says in the
23 middle of the page above the pictures: Ensure the
24 successful implementation of SDL secure development
25 lifecycle?

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<p>1 is a low score?</p> <p>2 MR. TURNER: Objection to form. Are</p> <p>3 you asking him whether the number 1 is less than the</p> <p>4 other numbers on the page? Is that what you're</p> <p>5 asking him?</p> <p>6 BY MS. WARDEN:</p> <p>7 Q. Per the legend that's on Bates ending in</p> <p>8 19, do you see the description for 1? It's the</p> <p>9 organization has an ad hoc inconsistent or reactive</p> <p>10 approach to meeting the security control objectives,</p> <p>11 right?</p> <p>12 A. I do see that, yeah.</p> <p>13 Q. And you see that the lowest level is 0</p> <p>14 and the highest level is 5, right?</p> <p>15 A. Yes.</p> <p>16 Q. So how is the score of 1?</p> <p>17 MR. TURNER: Objection to form and to</p> <p>18 the repetitious questions. He's explained at least</p> <p>19 half a dozen times what 1 means. And that it's not</p> <p>20 a score of effectiveness but a score of maturity and</p> <p>21 consistency.</p> <p>22 A. I could answer again if it's helpful.</p> <p>23 BY MS. WARDEN:</p> <p>24 Q. Was the score of 1 a low score?</p> <p>25 MR. TURNER: Objection to form.</p> <p>273</p>	<p>1 A. Absolutely. It's partly why the Azure AD</p> <p>2 project is listed here is to get that to improve.</p> <p>3 Q. And how would you describe the</p> <p>4 improvement in the NIST maturity level for</p> <p>5 authentication, authorization and identity</p> <p>6 management?</p> <p>7 MR. TURNER: Objection to form.</p> <p>8 A. In terms of the NIST CSF maturity, unless</p> <p>9 the project was concluded where we centralize</p> <p>10 identity in Azure AD -- to Azure AD, I don't think</p> <p>11 you can necessarily improve that score until you had</p> <p>12 standardized that on Azure AD. So I don't know</p> <p>13 exactly what the status of the project was by the</p> <p>14 time I was leaving, but obviously migrating your</p> <p>15 identity service to a single service actually takes</p> <p>16 a very long time. So I don't know what the status</p> <p>17 of that was by the time I was leaving.</p> <p>18 BY MS. WARDEN:</p> <p>19 Q. Fair to say that improvement in the</p> <p>20 category of authentication, authorization and</p> <p>21 identity management was slow?</p> <p>22 MR. TURNER: Objection to form to</p> <p>23 form and foundation.</p> <p>24 A. I'm trying to get a clear understanding</p> <p>25 of what your question is. There was an active</p> <p>275</p>
<p>1 A. I think --</p> <p>2 BY MS. WARDEN:</p> <p>3 Q. You can answer.</p> <p>4 A. Yeah. I think if the question is would I</p> <p>5 like all of these scores to be a 5, I would</p> <p>6 absolutely love all of these scores to be a 5.</p> <p>7 Obviously here being a 1, as I stated earlier, it</p> <p>8 doesn't have a relevance in terms of its scoring</p> <p>9 being a 1 because there was ineffective identity</p> <p>10 management, authentication, authorization. Like I</p> <p>11 stated earlier, two of the main sources of identity</p> <p>12 that we're utilizing internally were around</p> <p>13 Microsoft AD, which was on-prem at the time. And we</p> <p>14 were using Google Identity specifically with our</p> <p>15 software as a service products. And because we were</p> <p>16 using multiple different systems to do identity</p> <p>17 management, what we wanted to do as part of the</p> <p>18 maturity model but also to make sure that we have</p> <p>19 better baseline and better practices around how we</p> <p>20 can improve, we wanted to migrate that to a single</p> <p>21 identity management service which was Azure AD.</p> <p>22 Q. Did SolarWinds try to improve its NIST</p> <p>23 maturity level score with respect to authentication,</p> <p>24 authorization and identity management after</p> <p>25 August 2019?</p> <p>274</p>	<p>1 project where a ton of people were working on</p> <p>2 centralizing to standardize identity management to</p> <p>3 Azure AD.</p> <p>4 BY MS. WARDEN:</p> <p>5 Q. How long -- I'm sorry, go ahead.</p> <p>6 A. No, go ahead.</p> <p>7 Q. How long did it take to centralize --</p> <p>8 centralizing -- strike that.</p> <p>9 How long did it take to standardize</p> <p>10 identity management to Azure AD?</p> <p>11 MR. TURNER: Objection, asked and</p> <p>12 answered. He just testified he didn't know when it</p> <p>13 was finished by.</p> <p>14 A. Yeah, I -- as I stated earlier, I'm not</p> <p>15 sure exactly when that project finished or whatever</p> <p>16 the case might have been with that project.</p> <p>17 MS. WARDEN: I object to Mr. Turner</p> <p>18 with his speaking objections.</p> <p>19 MR. TURNER: I'm just trying to move</p> <p>20 it along. You've asked the same question half a</p> <p>21 dozen times and it's getting late in the day and</p> <p>22 it's time to wrap up.</p> <p>23 BY MS. WARDEN:</p> <p>24 Q. What does it mean to follow the NIST</p> <p>25 cybersecurity framework?</p> <p>276</p>

1 at the time?
 2 MR. TURNER: Objection, foundation.
 3 A. Just as I stated on the other parts of
 4 the appendix slides, I don't -- I would need, again,
 5 the context and things like that around what that
 6 line item means or what in progress means.
 7 MR. TURNER: Then you don't need to
 8 answer further.
 9 MS. WARDEN: Let's take a break.
 10 MR. TURNER: How long?
 11 THE VIDEOGRAPHER: Going off the
 12 record. Time is 5:48.
 13 (Recess taken from 5:48 p.m. to
 14 6:02 p.m.)
 15 THE VIDEOGRAPHER: Back on the
 16 record. Time is 6:02.
 17 MS. WARDEN: Mr. Kim, we have no
 18 further questions at this time.
 19 MR. TURNER: No redirect.
 20 THE WITNESS: Thank you.
 21 THE VIDEOGRAPHER: This concludes
 22 today's testimony of Joseph Kim. Going off the
 23 record. Time is 6:02.
 24 (Deposition concluded at 6:02 p.m.)
 25

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1 REPORTER'S CERTIFICATION
 2 I, Micheal A. Johnson, Registered Diplomate
 3 Reporter and Notary Public in and for the State of
 4 Texas, certify that on the 16th day of
 5 September, 2024 I reported the Videotaped Deposition
 6 of WOONG JOSEPH KIM, after the witness had first
 7 been duly cautioned and sworn to testify under oath;
 8 said deposition was subsequently transcribed by me
 9 and under my supervision and contains a full, true
 10 and complete transcription of the proceedings had at
 11 said time and place; and that reading and signing
 12 was not requested.
 13 I further certify that I am neither counsel
 14 for nor related to any party in this cause and am
 15 not financially interested in its outcome.
 16 GIVEN UNDER MY HAND AND SEAL of office on
 17 this 23rd day of September, 2024.
 18
 19
 20 MICHEAL A. JOHNSON, RDR, CRR
 NCRA Registered Diplomate Reporter
 NCRA Certified Realtime Reporter
 21
 22 Notary Public in and for the
 State of Texas
 My Commission Expires: 8/8/2028
 23
 24
 25

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